

1322738 00690826 FILED  
In the office of the Secretary of State  
of the State of California

# Delaware

*The First State*

PAGE 1 DEC 05 2002

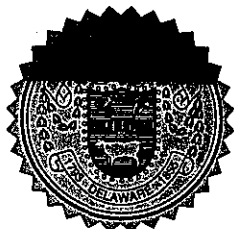
*Bill Jones*  
BILL JONES, Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MORGAN KAUFMANN PUBLISHERS, INCORPORATED", A CALIFORNIA CORPORATION,

WITH AND INTO "HARCOURT, INC." UNDER THE NAME OF "HARCOURT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF DECEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002.



2323529 8100M

020744688

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 2124768

DATE: 12-04-02

STATE OF DELAWARE  
CERTIFICATE OF OWNERSHIP AND MERGER

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 12/03/2002  
020739073 - 2323529

Merging  
Morgan Kaufmann Publishers, Incorporated  
Into  
Harcourt, Inc.

(Pursuant to section 253 of the General Corporation Law of Delaware)

Harcourt, Inc., a corporation incorporated in the State of Delaware on January 25, 1993, (hereinafter the "Corporation"), pursuant to the provisions of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY that (a) the Corporation owns 100% of the capital stock of Morgan Kaufmann Publishers, Incorporated, a corporation incorporated in the State of California on November 1, 1984 pursuant to the provisions of the California Corporation Code. (b) by resolutions adopted by unanimous written consent of the Corporation's Board of Directors dated the 2nd day of December, 2002 the Corporation did determine to merge Morgan Kaufmann Publishers, Incorporated into itself, and (c) the following is a full and complete copy of said resolutions which have not been modified or rescinded and remain in full force and effect on the date hereof:

WHEREAS, this Corporation lawfully owns 100% of the outstanding stock of Morgan Kaufmann Publishers, Incorporated, a corporation organized and existing under the laws of California (hereinafter referred to as the "Merging Corporation"); and

WHEREAS, this Corporation desires to merge into itself the Merging Corporation and to be possessed of all the estate, property, rights, privileges and franchises of said Merging Corporation effective as of December 31, 2002;

NOW, THEREFORE, BE IT RESOLVED, that this Corporation merge into itself the Merging Corporation and assume all liabilities and obligations of the Merging Corporation effective as of December 31, 2002 provided that the Certificate of Ownership and Merger is duly filed with the Secretaries of State for the States of Delaware or California on or prior to December 31, 2002; and further

RESOLVED, that any officer of this Corporation be and each of them is authorized, empowered and directed to make and execute a certificate of ownership setting forth: (a) a copy of these resolutions authorizing the merger of the Merging Corporation into the Corporation and the assumption by the Corporation of all liabilities and obligations of the Merging Corporation, and (b) the date of adoption thereof, and to file the

same in the office of the Secretaries of the States of Delaware and California, and a certified copy thereof in the office of the appropriate County Recorder of Deeds in the State of Delaware; and further

RESOLVED, that the officers of the Corporation be, and each of them hereby is authorized, empowered and directed to take all such further action, to execute and deliver all such instruments, certificates and documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, and to make all such filings, as in the judgment of any such officer shall be necessary, proper or advisable from time to time in order to carry out the intent and to accomplish the purposes of the foregoing resolutions.

RESOLVED, that the Plan and Agreement of Merger attached hereto as Exhibit A thus forming a part of these resolutions (herein the "Plan") be, and it hereby is, approved and adopted.

RESOLVED, that the Board of Directors hereby recommends and submits the foregoing resolutions and Plan to the sole shareholder of the Corporation for its approval.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed hereto and this certificate to be signed by an authorized officer of the Corporation, this 2nd day of December, 2002.

Harcourt, Inc.

By: s/Henry Horbaczewski  
Henry Horbaczewski, Vice President